

STERLING RIDGE VILLAGE ASSOCIATION

P.O. Box 130014, The Woodlands, TX 77393-0014

Web Site – <http://www.sterling-ridge.org>

Mission Statement:

- To serve the interests and welfare of the Village.
- To enhance the recreation and quality of life within the Village.
- To promote unity and fellowship among residents.
- To foster opportunities for residents to engage in activities.
- To create awareness and to assist in resolving issues impacting the Village.

By Laws – Revised 10/24/2011

ARTICLE 1

GENERAL

1.01 Name. The name of this organization shall be Sterling Ridge Village Association, Inc. (the “Association”).

1.02 Mission and Objectives of Association. The Association shall represent Members of the Village of Sterling Ridge (the “Village”) in dealings with various local, county, state, and federal governing bodies, businesses, and community associations to further the Association’s objectives to:

- Serve in the interest and welfare of its Members
- Enhance the recreation and quality of life within the Village
- Promote unity and fellowship among Members
- Foster opportunities for Members to engage in activities related to these purposes

Additionally, the Association shall assist in identifying and creating awareness of issues impacting the Village and its Members and to assist Members in resolving complaints involving the Village and appropriate community associations.

1.03 Principal Office. The principal office of the Association shall be in The Woodlands, Montgomery County, Texas. The Association may utilize additional office space as designated by its Board of Directors.

1.04 Governing Laws. Insofar as Federal Law does not apply, the provisions of these Bylaws shall be governed by and construed in accordance with the laws of the State of Texas.

ARTICLE 2

DEFINITION OF MEMBER AND MEMBERSHIP

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2.01 Members. As used in these Bylaws, the word "Member" shall refer to a person whose principal place of residence is within the Village as defined in the Sterling Ridge plat or other recorded documents and who have attained the age of 18 years.

2.02 Membership. All Members as defined in Article 2.01 of the Bylaws shall constitute the Membership of the Association.

ARTICLE 3

MEETINGS

3.01 Annual Meeting. There shall be an Annual Meeting of the Association every year for receiving reports, the introduction of newly elected members of the Board of Directors, the election of new Officers, reporting to the Membership on its activities, plans, and the current financial condition of the Association. Such meeting shall be held on the date of the next Regular Meeting of the Association immediately following the Election. Meetings shall be open to all Members. Notice of such meetings shall be posted on the Associations Web Site and/or communicated to the Members by any other means deemed appropriate by the Board of Directors to be sufficient to provide notice to the Members, at least three (3) but no more than thirty (30) days prior to such meeting.

3.02 Regular Meetings. Regular Meetings of the Members shall be held monthly, except for December, at a place and time designated by the Board of Directors.

3.03 Special Meetings. Special meetings of the Association are any meetings other than an Annual or Regular Meeting and may be called at any time by the President, or the Vice-President if the President is absent, on the request of a majority of the Board of Directors, or on the written request of not less than twenty-five (25) Members of the Association. Notice of any Special Meeting shall be posted on the Associations Web Site and/or communicated to the Members by any other means deemed appropriate by the Board of Directors to be sufficient to provide notice to the Members, at least three (3) but no more than thirty (30) days prior to such meeting.

3.04 Quorum. A minimum of five (5) members of the Board of Directors including at least two (2) officers present shall constitute a quorum for a meeting. In case of insufficient attendance, the presiding officer may adjourn the meeting until a quorum is present.

3.05 Voting on Matters Outside of a Board Meeting. At the discretion of the President, matters that require a Board vote prior too or in between Regular Board Meetings may be voted on via email or telephone conference call. In such cases, the total number of votes cast must meet the minimum quorum requirements specified in Section 3.04. The Secretary shall be responsible for documenting the results of such votes and placing the item on the Agenda for the next Regular Board Meeting to be ratified.

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3.06 Rules of Order. The Board may establish rules of order for its meetings. In the absence of established rules of order by the Board, Robert's Rules of Order shall govern.

3.07 Rules of Conduct. Notwithstanding the fact that Association meetings are intended, among other things, to provide a forum for discussion of Members' concerns, proper order and decorum shall be maintained at the meetings. Reasonable rules of conduct for Members, including the Board of Directors, in attendance at any and all meetings, shall be enforced by the Board of Directors, which is empowered to use any lawful means or law enforcement entity to maintain order and decorum during the Association's meetings.

ARTICLE 4

BOARD OF DIRECTORS

4.01 Responsibilities. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, actively pursue the Association's objectives, and shall have discretion over the use of the Associations funds. It may adopt such rules for the conduct of its business as shall be deemed advisable.

4.02 Composition of Board. The Board of Directors shall be comprised of the elected Directors of the Village Association.

4.03 Role of a Director. The primary role of a Director is to solicit, communicate, and represent the expressed desires of the Association's Membership. Directors shall be elected to at-large positions. Political candidates shall not be endorsed by the Association, nor shall the Association's name be used in any personal endorsement made by any Director.

4.04 Qualification of Directors. A Director must be a Member as defined in section 2.01 of these Bylaws.

4.05 Number of Board Members. The number of Directors shall be fixed at fifteen (15).

4.06 Removal of Directors. Any Director may be proposed for removal by two-thirds vote of the Directors at any duly organized meeting whenever, in their judgment, the best interest of the Association will be served by so doing. Such proposal shall be voted on at the next duly organized meeting, and removal shall take effect only upon a 2/3 vote of the Directors.

ARTICLE 5

OFFICERS

5.01 Officer Positions. Officers of the Association shall be the President, Vice

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President, Secretary, Treasurer, and Events Chair. Other offices and officer positions may be established and elected by the Board of Directors at any duly organized meeting.

5.02 Qualification of Officers. An Officer must be a Member of the Association and a member of the Board.

5.03 Election Of Officers. Officers shall be elected at the Annual Meeting each year by the Board of Directors. A vacancy in any office may be filled for the balance of the term by appointment by the Board of Directors at its discretion. All qualified Officers are eligible for reelection.

5.04 Term of Officer. Officers shall serve for one year terms.

5.05 Officer Roles and Responsibilities

- a) **President.** The President shall be the chief officer of the Association, direct the activities of the Association, serve as the primary liaison between the Association and any governmental bodies in order to communicate any concerns or issues affecting the welfare of the Association or its Membership and shall perform such other duties as are necessarily incident to the office.
- b) **Vice President.** The Vice President shall perform all duties of the President during the absence of the President and shall be the parliamentarian if no other Board Member is appointed. The parliamentarian shall make a final ruling in regard to any rules of order or conduct adopted by the Board of Directors.
- c) **Secretary.** As primary administrator for the Association, it shall be the duty of the Secretary to:
 - Give notice of all Association meetings and to make provisions for maintaining a record of proceedings and meeting minutes
 - With assistance from the President, organize and prepare an Agenda for each meeting.
 - Conduct correspondence on behalf of the Association and as directed by the Board of Directors.
 - Maintain a record of attendance of Directors at all meetings and routinely reporting the status of such attendance to the Board of Directors.
 - Maintain an archive of all meeting minutes
- d) **Treasurer.** As manager of the Association's finances, it shall be the duty of the Treasurer to:
 - Keep an account of all moneys received and expended for use of the Association, and make payments authorized by the Board of Directors.
 - Deposit all sums received in the bank or banks approved by the Board of Directors, with such funds to be drawn only on an authorized signature in accordance with directives from the Board of Directors.

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- Insure that any required regulatory reports are properly filed with the appropriate government entity on a timely basis.
 - Prepare a monthly and annual report of the transactions and financial condition of the Association.
 - Present the annual budget for approval by the Board.
- e) **Events Chair.** As primary coordinator for Association events and functions, it is the Events Chair's duty to:
- Serve in the principal management capacity for all social events established and conducted by the Association.
 - Assist the Treasurer in establishing and maintaining specific accounts pertaining to Association social event expenses and revenues.
 - Assist the Secretary in conducting correspondence and public notice relating to Association social events.

5.06 Removal of Officers. Any Officer of the Association may be proposed for removal by two-thirds vote of the Board of Directors voting at any duly organized meeting whenever, in their judgment, the best interest of the Association will be served by so doing. Such proposal shall be voted on at the next duly organized meeting, and removal shall take effect only upon a 2/3 vote of the Board of Directors.

ARTICLE 6

BOARD OF DIRECTOR ELECTIONS

6.01 Elections.

- a) The Election of the Board of Directors shall take place annually on the third Saturday in February.
- b) Information informing Members of the Election and filing procedures shall be posted to the Association Web Site two (2) weeks prior to the beginning of the filing period, as specified in the established Election Procedures and Regulations.
- c) Voting shall be by secret ballot. Each Member of the Association shall have one (1) vote
- d) Winners of the Election shall be determined by the Board of Directors based on the certified election results as determined in accordance with the established Election Procedures and Regulations. Candidates who receive a plurality of votes cast shall be deemed to be the winners of the Election. In case of a tie, the winner will be decided by a majority vote of the existing Board of Directors. Winners of the Election shall be declared by the Board at the first Regular Meeting following the Election.

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6.02 Term of Directors. Directors will be elected for a term of two (2) years, serving on staggered terms with eight (8) directors being elected in odd years and seven (7) directors being elected in even years.

6.03 Vacancies. Vacancies in any Board of Directors position may be filled by a majority vote of the Board of Directors at a duly called meeting. Any person so elected to fill a vacancy, shall hold office for a term equal to the remaining term of the position currently vacant

6.04 Voting. Each qualified Member of the Association shall have one (1) vote.

6.05 Election Procedures and Regulations. Unless the Board adopts alternative election procedures and regulations, the Association's Election shall be conducted in accordance with the rules and regulations adopted by The Woodlands Township for the annual election of the Residential Design Review Committees and shall be administered by The Woodlands Township

ARTICLE 7

LIABILITIES

7.01 Limits of Liability. Nothing herein shall constitute Members of the Association as partners for any purpose. No Member, Director, Officer, agent, or employee shall be liable for the acts or failure to act of any other Member, Director, Officer, agent, or employee of the Association. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these Bylaws excepting only acts or omissions arising out of his/her willful misfeasance.

ARTICLE 8

COMMITTEES

8.01 Ad Hoc Committees. Ad Hoc committees that have a limited purpose and life may be formed by the President or the Board to complete any functions deemed necessary for conduct of business or activities of the Association.

8.02. Term and Membership. Ad Hoc committee members shall have a term of one (1) year. Chairmen shall be appointed by the Board, or the President.

ARTICLE 9

FINANCIAL MATTERS

9.01 Use of Funds. The Association is not intended as a profit-making organization, nor is it founded with the expectation of making a profit. The Association shall use its funds only for the objectives and purposes specified in the Articles of Incorporation.

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9.02 Fiscal Year. The Fiscal Year of the Association shall be January 1 through December 31.

9.03 Annual Budget and Approval of Expenditures.

- a. The Board of Directors shall approve the Association's Annual Budget for the next Fiscal Year no later than December 1 of the current year. Such Budget or any amendment thereto, shall be posted to the Association web site.
- b. The Budget may be amended by the Board of Directors at any Regular Board Meeting.
- c. Actual expenditures may exceed the approved Budget by 10% without Board approval, provided all such expenditures are approved in advance by the President and the Budget is so amended at the next Regular Board Meeting.
- d. As long as an expenditure is covered by a budgeted line item, no further approval is required except by the Treasurer or President (or Vice President, in the absence of the President).

9.04 Bonding. Persons entrusted with the handling of Association funds may be required at the discretion of the Board of Directors to furnish, at Association expense, a suitable fidelity bond.

9.05 Bank Signatories The President, Vice President and Treasurer shall be signatories on all bank accounts. The Board may also appoint other Directors as bank account signatories if so required.

ARTICLE 10

AMENDMENTS

10.01 Amending the Bylaws. Bylaws may be amended or repealed with a two-thirds vote of the Board of Directors at any duly organized meeting. Notice, following the procedure specified for the Annual Meeting (Article 3.01), of the proposed change(s) shall be given prior to voting on the adoption of any change to the Bylaws.

10.02 Review of Bylaws. The Board, per agreement, shall appoint a Committee to review and evaluate the adequacy of these Bylaws and shall make a report of their recommendations to the Board of Directors for their consideration

ARTICLE 11 **DISSOLUTION**

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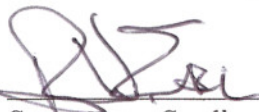
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11.01 Dissolution of Association. The Association may be dissolved by a two-thirds vote of the Members voting at any duly organized meeting vote. Notice,

following the procedure specified for the Annual Meeting (Article 3.01), of the proposed action shall be given prior to voting on such action.

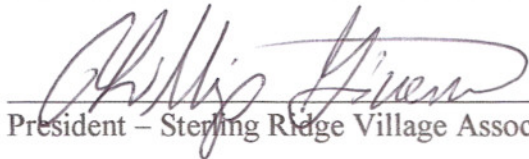
IN WITNESS WHEREOF, the undersigned has hereto subscribed his/her name:

Date: October 24, 2011

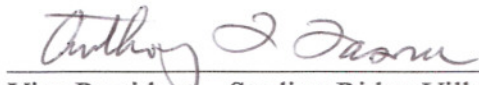


Secretary – Sterling Ridge Village Association, Inc.

ATTESTED TO BY THE FOLLOWING OFFICERS OF THE ASSOCIATION



President – Sterling Ridge Village Association, Inc.



Vice President – Sterling Ridge Village Association, Inc.

Record of Amendments to Bylaws

Effective as of August 15, 2005

Amended By Board of Directors on November 26, 2007

Amended By Board of Directors on March 9, 2009

Amended By Board of Directors on November 3, 2009

Amended By Board of Directors on August 23, 2010

Amended By Board of Directors on May 23, 2011

Amended By Board of Directors on October 24, 2011